

Fill in this information to identify the case:

United States Bankruptcy Court for the:

DISTRICT OF ARIZONA

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 205

Involuntary Petition Against a Non-Individual

12/15

Use this form to begin a bankruptcy case against a non-individual you allege to be a debtor subject to an involuntary case. If you want to begin a case against a non-individual, use the *Involuntary Petition Against an Individual* (Official Form 105). Be as complete and accurate as possible. If more space is needed, attach any additional sheets to this form. On the top of any additional pages, write debtor's name and case number (if known).

Part 1: Identify the Chapter of the Bankruptcy Code Under Which Petition Is Filed

1. Chapter of the Bankruptcy Code Check one:

- ☐ Chapter 7  
☒ Chapter 11

Part 2: Identify the Debtor

2. Debtor's name Ara Macao Holdings, L.P.

3. Other names you know the debtor has used in the last 8 years

Include any assumed names, trade names, or doing business as names.

4. Debtor's federal Employer Identification Number (EIN) ☐ Unknown

EIN 20-210427

5. Debtor's address

Principal place of business

Attn: Paul Goguen, Member of ioVest Development LLC, managing member of Ara Macao Management LLC, general partner of Ara Macao Holdings, L.P.  
191 Lynx Drive

Number Street

Sedona AZ 86336  
City State Zip Code

Coconino  
County

Mailing address, if different

c/o Ara Macao Management Company LLC,  
General Partner  
c/o Alexander M. Leonowicz, Registered Agent  
450 W. Fourth Street

Number Street

P.O. Box  
Royal Oak MI 48067  
City State Zip Code

Location of principal assets, if different from principal place of business  
Placencia Peninsula, Belize, Central America  
Number Street

City State Zip Code

6. Debtor's website (URL)

7. Type of debtor

- ☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☒ Partnership (excluding LLP)

Debtor Ara Macao Holdings, L.P.

Case number (if known) \_\_\_\_\_

☐ Other type of debtor. Specify: \_\_\_\_\_

**8. Type of debtor's business**

Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the types of business listed.  
☐ Unknown type of business.

**9. To the best of your knowledge, are any bankruptcy cases pending by or against any partner or affiliate of this debtor?**

☒ No  
☐ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_

District \_\_\_\_\_ Date filed \_\_\_\_\_ Case number, if known \_\_\_\_\_  
MM / DD / YYYY

Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
District \_\_\_\_\_ Date filed \_\_\_\_\_ Case number, if known \_\_\_\_\_  
MM / DD / YYYY

**Part 3: Report About the Case**

**10. Venue**

Check one:

- ☒ Over the last 180 days before the filing of this bankruptcy, the debtor had a domicile, principal place of business, or principal assets in this district longer than in any other district.  
☐ A bankruptcy case concerning debtor's affiliates, general partner, or partnership is pending in this district.

**11. Allegations**

Each petitioner is eligible to file this petition under 11 U.S.C. § 303(b).  
The debtor may be the subject of an involuntary case under 11 U.S.C. § 303(a).

At least one box must be checked:

- ☒ The debtor is generally not paying its debts as they become due, unless they are in the subject of a bona fide dispute as to liability or amount.  
☐ Within 120 days before the filing of this petition, a custodian, other than a trustee, receiver, or agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.

**12. Has there been a transfer of any claim against the debtor by or to any petitioner?**

☐ No  
☒ Yes. Attach all documents that evidence the transfer and any statements required under Bankruptcy Rule 1003(a).

**13. Each petitioner's claim**

Name of petitioner	Nature of petitioner's claim	Amount of the claim above the value of any lien
KB Partners I, L.P.	Judgment	\$ 134,276.15
Christopher de Sibert	Judgment	\$ 197,656.11
Gary Nitsche	Judgment (confirmed arbitration award)	\$ 531,926.08
Daniel Dorgan	Promissory Note	\$ 230,382.00
Richard Umbach	Promissory Note	\$ 75,000.00
Edgewater Resources LLC	Unpaid Services	\$ 321,605.49
Total of petitioners' claims		\$ 1,490,845.83

Debtor Ara Macao Holdings, L.P.

Case number (if known) \_\_\_\_\_

If more space is needed to list petitioners, attach additional sheets. Write the alleged debtor's name and the case number, if known, at top of each sheet. Following the format of this form, set out the information required in Parts 3 and 4 of the form for each statement under penalty of perjury set out in Part 4 of the form, followed by each additional petitioner's (or representative's) signature, along with the signature of the petitioner's attorney.

**Part 4 Request for Relief**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Petitioners request that an order for relief be entered against the debtor under the chapter of 11 U.S.C. specified in this petition. If a petitioning creditor is a corporation, attach the corporate ownership statement required by Bankruptcy Rule 1010(b). If any petitioner is a foreign representative appointed in a foreign proceeding, attach a certified copy of the order of the court granting recognition.

I have examined the information in this document and have a reasonable belief that the information is true and correct.

**Petitioners or Petitioners' Representative**

**Attorneys**

**KB Partners I, L.P.**

**Name and mailing address of petitioner**

Name  
  
**930 W. Carmel Valley Road**  
Number Street  
**Carmel Valley CA 93924**  
City State Zip Code

**Name and mailing address of petitioner's representative, if any**

**Geoffrey de Sibert**  
Name  
  
**930 W. Carmel Valley Road**  
Number Street  
**Carmel Valley CA 93924**  
City State Zip Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/02/18  
MM / DD / YYYY

/s/ Geoffrey de Sibert  
Signature of petitioner or representative, including representative's title

**Patrick A. Clisham**

Printed name

**Engelman Berger, P.C.**

Firm name, if any  
**3636 N. Central Ave., Suite 700**  
Number Street  
**Phoenix AZ 85012**  
City State Zip Code

Contact phone 602.271.9090 Email pac@eblawyers.com

Bar number SBA #023154

State Arizona

/s/ Patrick A. Clisham, SBA#023154

Signature of attorney

Date signed 04/02/18  
MM / DD / YYYY

Debtor Ara Macao Holdings, L.P.

Case number (if known) \_\_\_\_\_

**Petitioners or Petitioners' Representative**

**Christopher de Sibert**

**Name and mailing address of petitioner**

Name  
**16 Grantbridge Street**  
Number Street  
**London, United Kingdom N1 8JN**  
City State Zip Code

**Name and mailing address of petitioner's representative, if any**

Name  
  
Number Street  
City State Zip Code

I declare under penalty of perjury that the foregoing is true and correct.  
Executed on 04/02/18  
MM / DD / YYYY

/s/ Christopher de Sibert  
Signature of petitioner or representative, including representative's title

**Attorneys**

**Patrick A. Clisham**

Printed name

**Engelman Berger, P.C.**

Firm name, if any

**3636 N. Central Ave., Suite 700**

Number Street  
**Phoenix AZ 85012**  
City State Zip Code  
Contact phone **602.271.9090** Email **pac@eblawyers.com**

Bar number **SBA #023154**

State **Arizona**

/s/ Patrick A. Clisham, SBA#023154

Signature of attorney

Date signed **04/02/18**  
MM / DD / YYYY

Debtor Ara Macao Holdings, L.P.

Case number (if known) \_\_\_\_\_

**Petitioners or Petitioners' Representative**

**Gary Nitsche**

**Name and mailing address of petitioner**

Name

**115 Centreneest Lane**

Number Street

**Wilmington,**

**DE**

**19807**

City

State

Zip Code

**Name and mailing address of petitioner's representative, if any**

Name

Number Street

City

State

Zip Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

**04/02/18**

MM / DD / YYYY

**/s/ Gary Nitsche**

Signature of petitioner or representative, including representative's title

**Attorneys**

**Patrick A. Clisham**

Printed name

**Engelman Berger, P.C.**

Firm name, if any

**3636 N. Central Ave., Suite 700**

Number Street

**Phoenix**

**AZ**

**85012**

City

State

Zip Code

Contact phone

**602.271.9090**

Email

**pac@eblawyers.com**

Bar number

**SBA #023154**

State

**Arizona**

**/s/ Patrick A. Clisham, SBA#023154**

Signature of attorney

Date signed

**04/02/18**

MM / DD / YYYY

Debtor Ara Macao Holdings, L.P.

Case number (if known) \_\_\_\_\_

**Petitioners or Petitioners' Representative**

**Daniel Dorgan**

**Name and mailing address of petitioner**

\_\_\_\_\_  
Name

**839 Thomas Street**

\_\_\_\_\_  
Number Street

**Plainwell MI 49080**

\_\_\_\_\_  
City State Zip Code

**Name and mailing address of petitioner's representative, if any**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Number Street

\_\_\_\_\_  
City State Zip Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **04/02/18**  
MM / DD / YYYY

**/s/ Daniel Dorgan**

\_\_\_\_\_  
Signature of petitioner or representative, including representative's title

**Attorneys**

**Patrick A. Clisham**

\_\_\_\_\_  
Printed name

**Engelman Berger, P.C.**

\_\_\_\_\_  
Firm name, if any

**3636 N. Central Ave., Suite 700**

\_\_\_\_\_  
Number Street

**Phoenix AZ 85012**

\_\_\_\_\_  
City State Zip Code

Contact phone **602.271.9090** Email **pac@eblawyers.com**

Bar number **SBA #023154**

State **Arizona**

**/s/ Patrick A. Clisham, SBA#023154**

\_\_\_\_\_  
Signature of attorney

Date signed **04/02/18**  
MM / DD / YYYY

Debtor Ara Macao Holdings, L.P.

Case number (if known) \_\_\_\_\_

**Petitioners or Petitioners' Representative**

**Richard Umbach**

**Name and mailing address of petitioner**

Name \_\_\_\_\_

**104 Baker Ct.**

Number Street  
**Naperville** **IL** **60565**  
City State Zip Code

**Name and mailing address of petitioner's representative, if any**

Name \_\_\_\_\_

Number Street  
City State Zip Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/02/18  
MM / DD / YYYY

/s/ Richard Umbach

Signature of petitioner or representative, including representative's title

**Attorneys**

**Patrick A. Clisham**

Printed name

**Engelman Berger, P.C.**

Firm name, if any  
**3636 N. Central Ave., Suite 700**

Number Street  
**Phoenix** **AZ** **85012**  
City State Zip Code

Contact phone 602.271.9090 Email pac@eblawyers.com

Bar number SBA #023154

State Arizona

/s/ Patrick A. Clisham, SBA#023154

Signature of attorney

Date signed 04/02/18  
MM / DD / YYYY

Debtor Ara Macao Holdings, L.P.

Case number (if known) \_\_\_\_\_

**Petitioners or Petitioners' Representative**

**Edgewater Resources, LLC**

**Name and mailing address of petitioner**

Name \_\_\_\_\_

**518 Broad Street, Suite 200**

Number Street  
**Saint Joseph** **MI** **49085**  
City State Zip Code

**Name and mailing address of petitioner's representative, if any**

Name \_\_\_\_\_

Number Street  
City State Zip Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/02/18  
MM / DD / YYYY

/s/ Jason Keller

Signature of petitioner or representative, including representative's title

**Attorneys**

**Patrick A. Clisham**

Printed name \_\_\_\_\_

**Engelman Berger, P.C.**

Firm name, if any  
**3636 N. Central Ave., Suite 700**  
Number Street

**Phoenix** **AZ** **85012**  
City State Zip Code

Contact phone 602.271.9090 Email pac@eblawyers.com

Bar number SBA #023154

State Arizona

/s/ Patrick A. Clisham, SBA#023154

Signature of attorney

Date signed 04/02/18  
MM / DD / YYYY